

No. NO0014830



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

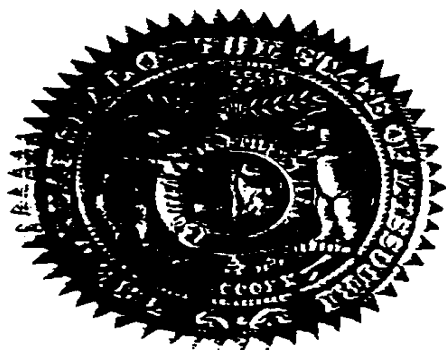
CORPORATION DIVISION

## Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, BAPTIST MEDICAL CENTER FOUNDATION (FORMERLY HOSPITAL DEVELOPMENT CORPORATION)  
a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me  
duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the  
requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit  
Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have  
filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are  
amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix  
the GREAT SEAL of the State of Missouri. Done at the City of  
Jefferson, this 10th day of July,  
19 85.



Roy D. Blunt  
Secretary of State

FILED AND CERTIFICATE  
ISSUED

JUL 10 1985

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
HOSPITAL DEVELOPMENT CORPORATION  
("BAPTIST MEDICAL CENTER FOUNDATION") *Roy D. Blunt*

Corporation Dept. SECRETARY OF STATE

HONORABLE ROY D. BLUNT  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the General Not-For-Profit Corporation Law of the State of Missouri, hereby executes the following Articles of Amendment.

1. The name of the corporation is HOSPITAL DEVELOPMENT CORPORATION.

2. There are no members having voting rights with respect to amendments.

3. At a meeting of Trustees held on the 30th day of April, 1985, the following amendment was adopted by the votes of two-thirds (2/3) of the Trustees then in office. Said amendment was also approved by the votes of a majority of the Trustees of Baptist Health Systems then in office, in a meeting convened on the 20th day of June, 1985.

4. Article I is amended to read as follows:

ARTICLE I

Name

The name of the corporation is "BAPTIST MEDICAL CENTER FOUNDATION".

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President and its Secretary this 1st day of July, 1985.

HOSPITAL DEVELOPMENT CORPORATION

By *Don L. Anderson*  
President

By *Joseph M. Anderson*  
Secretary

STATE OF MISSOURI }  
COUNTY OF JACKSON } ss.

I, the undersigned, a notary public, do hereby certify that on the 1st day of July, 1985, *Don L. Anderson, Esq. M. Davis, Jr.* personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

*Delene L. L. L. L.*  
Notary Public

My Commission Expires: *September 29, 1987*

No. N00014830



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State  
CORPORATION DIVISION

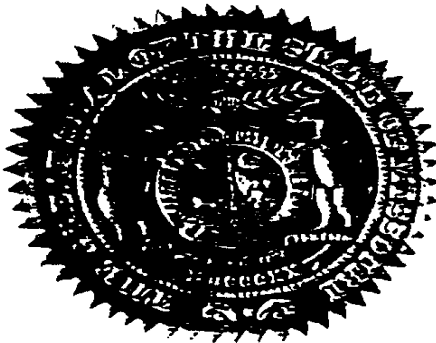
## Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, BAPTIST MEDICAL CENTER FOUNDATION

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix  
the GREAT SEAL of the State of Missouri. Done at the City of  
Jefferson, this 6th day of June,  
19 86.



Roy D. Blunt  
Secretary of State

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION OF  
BAPTIST MEDICAL CENTER FOUNDATION

FILED AND CERTIFICATE  
ISSUED

JUN - 6 1986

HONORABLE ROY D. BLUNT  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MISSOURI 63101

*Roy D. Blunt*  
Corporation Dept. SECRETARY OF STATE

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the General Not-For-Profit Corporation Law of the State of Missouri, hereby executes the following Articles of Amendment.

1. The name of the corporation is BAPTIST MEDICAL CENTER FOUNDATION, a Missouri not-for-profit corporation.

2. There are no members having voting rights with respect to amendments.

3. At a meeting of Board of Trustees held on the 29th day of April, 1986 at which a quorum was present, the following amendment was adopted by the affirmative votes of not less than two-thirds (2/3) of the Trustees present at such meeting. Said amendment was also approved by the votes of a majority of the then serving Board of Trustees of Baptist Health Systems, a Missouri not-for-profit corporation, in a meeting convened on the 20th day of May, 1986.

4. Article V is amended to read as follows:

ARTICLE V

POWERS

The powers of this corporation shall consist of all those powers conferred upon such corporation by the statutes of the State of Missouri and the following powers are given

by way of illustration and addition thereto and are not given as in any way being a limitation thereof:

- (a) All of the powers of this corporation shall be exercised by the Board of Trustees (or as designated or assigned by them) to be elected or appointed in the manner hereinafter set forth, who shall have control and management of the operations of this corporation;
- (b) The power and right to incur indebtedness, to borrow money, to issue notes, bonds or other obligations for value received by the corporation, and to secure the same by pledge or mortgage of the property of the corporation;
- (c) The power to take, to receive, to purchase, to hold, to alienate, to mortgage and to convey real and personal property;
- (d) The power to receive, accept and retain property to be administered exclusively for the charitable purposes of the corporation and to administer and distribute such property in accordance with the conditions and directives of the donor or terms of the gift, devise, legacy or endowment not inconsistent with the corporation's purposes, if any, or if none, for the general purposes of the corporation; provided, however, that if the Board of Trustees determines that circumstances are such as to render obsolete, inappropriate or impractical execution of any such condition, directive or term, the Board of Trustees shall have the power to apply such property to the general purposes of the corporation in such manner as it deems appropriate.
- (e) The power to receive, accept and retain property in trust and to administer such property, in its capacity as trustee, pursuant to the terms and conditions of the donor's declaration, agreement, will or other instrument creating such trust, provided the corporation has either a present or future interest in the property comprising the trust at the time of such administration and the administration thereof will further the charitable purposes of the corporation. With respect to all property administered in trust, the corporation shall have the power to exercise all authority and powers conferred upon trustees by law in addition to all authority and powers conferred upon the trustee under the terms of the instrument creating the trust, including but not limited to the power to make investments, to authorize its officers to

exercise discretionary powers conferred in the instrument creating the trust, to make distributions to non-charitable beneficiaries in accordance with the terms of the trust and to compensate itself for services rendered as trustee in all instances in which the Board of Trustees deem such compensation appropriate.

- (f) The power to authorize any officer of the corporation to accept, or to prohibit any officer from accepting, the appointment of any court of competent jurisdiction to personally serve as executor, administrator or personal representative of any decedent's estate in which the corporation has a pecuniary interest, as determined by the Board of Trustees to be in the best interests of the corporation and in furtherance of its charitable purposes, and to designate any officer of the corporation or any other qualified individual or entity to serve as executor, administrator or personal representative, or as successor to any such fiduciary, where empowered or directed to do so under any decedent's Will. In all events in which an officer of the corporation is authorized to accept such appointment, the corporation shall have the power to authorize such officer to undertake the duties arising out of such appointment contemporaneously and in conjunction with the duties of his or her corporate office and to avail himself or herself of all resources of the corporation, including but not limited to the corporation's secretarial, administrative, accounting and legal staff, in the carrying out of his or her fiduciary duties.
- (g) The power to invest and reinvest its money, and to sell, let and lease its property for the purpose of the proper exercise of its powers herein granted.
- (h) To have full authority to do all things necessary to put into execution the purposes and objects for which this corporation is created.

PROVIDED, that before any merger or consolidation of the corporation or any sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the corporation's assets, the approval of the Board of Trustees of Baptist Health Systems, a Missouri not for profit corporation, shall be obtained; PROVIDED FURTHER, that before any real property owned by the corporation is encumbered or sold to an entity other than one within the corporate organization system consisting of Baptist Health Systems, all of its subsidiaries and any subsidiaries thereof, the approval of the Board of Trustees of Baptist

Health Systems--which in turn shall obtain the approval of the Executive Board of the Missouri Baptist Convention--shall be obtained.

IN WITNESS WHEREOF, the undersigned corporation has caused this Article of Amendment to be executed in its name by its President and its Secretary this 22nd day of April, 1986.

BAPTIST MEDICAL CENTER FOUNDATION

By: James Robinson  
President

By: L.A. Hollingsworth  
Secretary

STATE OF MISSOURI )  
COUNTY OF JACKSON ) SS.

I, the undersigned, a Notary Public, do hereby certify that on the 22nd day of May, 1986, James L. Robinson, President personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Robert L. Fitzsimmons  
Notary Public

My Commission Expires:

September 24, 1989



No. N00014830



# STATE OF MISSOURI

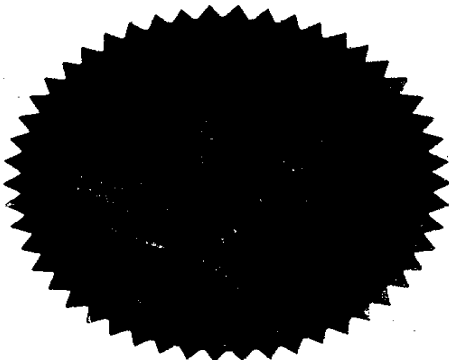
ROY D. BLUNT, Secretary of State  
CORPORATION DIVISION

## Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, BAPTIST MEDICAL CENTER FOUNDATION

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 1st day of March, 19 91.

A handwritten signature in cursive script that reads "Roy D. Blunt".  
Secretary of State

Corp. #7 (5-86)

Fee \$ 5.00

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF A GENERAL  
NOT FOR PROFIT CORPORATION  
(Submitted in Duplicate)

FILED AND CERTIFICATE  
ISSUED  
MAR 01 1991

Honorable Roy D. Blunt  
Secretary of State  
State of Missouri  
Jefferson City, Missouri 65101

*Roy D. Blunt*  
Incorporation Dept. SECRETARY OF STATE

The undersigned Corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the General Not For Profit Corporation Law of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the Corporation is BAPTIST MEDICAL CENTER FOUNDATION;
2. There are no members having voting rights with respect to amendments;
3. At a meeting of Trustees held on February 26, 1991, at which a quorum was present, the following amendments were adopted by the affirmative votes of two-thirds of the Trustees present, which number constituted a majority of the Trustees then in office. Said amendments were also approved by the affirmative vote of a majority of the Trustees then serving on the Boards of Trustees of Baptist Medical Center and Baptist Health Systems, Missouri not-for-profit corporations, in meetings of those Boards held on February 27, 1991.

Article V is amended to read as follows:

ARTICLE V. Objects and Purposes

The objects and purposes for which this corporation is organized are:

- (a) To create and operate a fund for the benefit of Baptist Medical Center, a Missouri corporation, in its Christian ministry of healing, teaching healing arts and care of the ill, and supporting, improving and expanding the facilities and services of said Medical Center.

(b) To aid in research and exploration in the detection, treatment, cure and prevention of diseases.

(c) To accept gifts of money and other real and personal property of all types and nature for the furtherance of its purposes.

(d) To perform all acts of the corporation in accordance with Christian principles and ideals and for the furtherance of the work of the Kingdom of God on this earth, to administer in the Name of Christ to the physically and mentally ill, and further to minister to their spiritual needs.

Article VI is amended to read as follows:

#### ARTICLE VI

##### POWERS

The powers of this corporation shall consist of all those powers conferred upon such corporation by the statutes of the State of Missouri and the following powers are given by way of illustration and addition thereto and are not given as in any way being a limitation thereof:

(a) All of the powers of this corporation shall be exercised by the Board of Trustees (or as designated or assigned by them) to be elected or appointed in the manner hereinafter set forth, who shall have control and management of the operations of this corporation;

(b) The power and right to incur indebtedness, to borrow money, to issue notes, bonds or other obligations for value received by the corporation, and to secure the same by pledge or mortgage of the property of the corporation;

(c) The power to take, to receive, to purchase, to hold, to alienate, to mortgage and to convey real and personal property;

(d) The power to receive, accept and retain property to be administered exclusively for the charitable purposes of the corporation

and to administer and distribute such property in accordance with the conditions and directives of the donor or terms of the gift, devise, legacy or endowment not inconsistent with the corporation's purposes, if any, or if none, for the general purposes of the corporation; provided, however, that if the Board of Trustees determines that circumstances are such as to render obsolete, inappropriate or impractical execution of any such condition, directive or term, the Board of Trustees shall have the power to apply such property to the general purposes of the corporation in such manner as it deems appropriate.

(e) The power to receive, accept and retain property in trust and to administer such property, in its capacity as trustee, pursuant to the terms and conditions of the donor's declaration, agreement, will or other instrument creating such trust, provided the corporation has either a present or future interest in the property comprising the trust at the time of such administration and the administration thereof will further the charitable purposes of the corporation. With respect to all property administered in trust, the corporation shall have the power to exercise all authority and powers conferred upon trustees by law in addition to all authority and powers conferred upon the trustee under the terms of the instrument creating the trust, including but not limited to the power to make investments, to authorize its officers to exercise discretionary powers conferred in the instrument creating the trust, to make distributions to non-charitable beneficiaries in accordance with the terms of the trust and to compensate itself for services rendered as trustee in all instances in which the Board of Trustees deem such compensation appropriate.

(f) The power to authorize any officer of the corporation to accept, or to prohibit any officer from accepting, the appointment of any court of competent jurisdiction to personally serve as executor, administrator or personal representative of any decedent's estate in which the corporation has a pecuniary interest, as determined by the Board of Trustees to be in the best interests of the corporation and in furtherance of its charitable purposes, and to designate any officer of the

corporation or any other qualified individual or entity to serve as executor, administrator or personal representative, or as successor to any such fiduciary where empowered or directed to do so under any decedent's Will. In all events in which an officer of the corporation is authorized to accept such appointment, the corporation shall have the power to authorize such officer to undertake the duties arising out of such appointment contemporaneously and in conjunction with the duties of his or her corporate office and to avail himself or herself of all resources of the corporation, including but not limited to the corporation's secretarial, administrative, accounting and legal staff, in the carrying out of his or her fiduciary duties.

(g) The power to invest and reinvest its money, and to sell, let and lease its property for the purpose of the proper exercise of its powers herein granted.

(h) The power to expend monies for its corporate purposes subject to the Authorization Levels for Approval of Major Expenditures promulgated from time to time by the sole member of Baptist Medical Center and adopted by this Corporation and subject to the terms of its annual budget as approved by the sole member of Baptist Medical Center.

(i) To have full authority to do all things necessary to put into execution the purposes and objects for which this corporation is created.

PROVIDED, that before any merger or consolidation of the corporation or any sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the corporation's assets, the approval of the Board of Trustees of Baptist Medical Center, a Missouri not for profit corporation, shall be obtained

Article VII is amended to read as follows:

(a) The corporation shall be governed by the Board of Trustees, the number of which shall be set out in the Bylaws of this corporation hereafter adopted and as amended from time to time.

(b) The Trustees shall serve for terms of three (3) years and may succeed themselves.

(c) The officers of the corporation shall consist of a Chairman, Vice Chairman, President, one or more Vice Presidents, Secretary, Assistant Secretary, Treasurer, and such other officers as the Board of Trustees may authorize. The Chairman, Vice Chairman, Secretary, and Treasurer shall be elected from among the membership of the Board of Trustees at the first meeting of the Board following the election of new Trustees each year, but other officers need not be Board members.

(d) The powers and duties of the officers and all other matters relating to the government of this corporation and to meetings and committees and their functions not set out in these Articles shall be prescribed by and set out in the Bylaws to be hereafter adopted by the Trustees.

(e) All Trustees shall be appointed and elected by the Board of Trustees of Baptist Medical Center, as the sole member of the corporation, having all the rights and privileges of a sole member of a not-for-profit corporation organized under Chapter 355 of the Revised Statutes of Missouri. Any Trustee may be removed by the Medical Center without cause.

Article X is amended to read as follows:

ARTICLE X. Stock and Members

This corporation shall have no capital stock, and its sole member shall be Baptist Medical Center, which shall have all of the rights and privileges of a sole member of a not-for-profit corporation organized under Chapter 355 of the Revised Statutes of Missouri, subject to the limitations set forth in these Articles of Incorporation and in the Bylaws.

Article XI is amended to read as follows:

ARTICLE XI. Dissolution

This corporation may be dissolved at any time in accordance with the statutes of the State of Missouri governing "Not For Profit Corporations".

Upon dissolution of this corporation any assets and property, real, personal or mixed, or monies, then remaining after all debts and expenses have been paid, shall be distributed and conveyed to Baptist Medical Center, a Missouri corporation, Kansas City, Missouri, or its successor, provided said Medical Center shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and if said Medical Center does not so qualify, then the Board of Trustees shall dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine.

Article XIII is amended to read as follows:

ARTICLE XIII. Amendments

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the Trustees in office, provided that such amendment is approved by the Board of Trustees of Baptist Medical Center.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed in its name by its Chairman and its Secretary on this 27th day of February, 1991.

BAPTIST MEDICAL CENTER FOUNDATION

(Corporate Seal)

By: Richard H. Spencer  
Richard H. Spencer  
Its Chairman


By: Laurence R. Jones, Jr.  
Laurence R. Jones, Jr.  
Its Secretary

STATE OF MISSOURI     )  
                              )   ss.  
COUNTY OF JACKSON    )

I, Arlene L. Fitzsimmons, a notary public, do hereby certify that on the 27th day of February, 1991, Richard H. Spencer personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

  
Arlene L. Fitzsimmons,  
Notary Public

My Commission Expires: September 24, 1991

ARLENE L. FITZSIMMONS  
NOTARY PUBLIC STATE OF MISSOURI  
JACKSON COUNTY  
MY COMMISSION EXP. SEPT 24, 1991



No. N00014830



# STATE OF MISSOURI

ROY D. BLUNT, Secretary of State

CORPORATION DIVISION

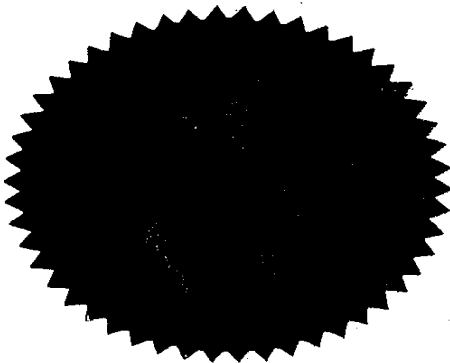
## Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, BAPTIST MEDICAL CENTER FOUNDATION

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 6th day of March, 19 91.



Roy D. Blunt  
Secretary of State

Corp. #7 (5-86)

Fee \$ 5.00



Dick H. Underwood	9828 Belinder	Shawnee Mission	Kansas
Irving H. Clark	2811 Blue Ridge Extension	Independence	Missouri
William D. Hawn	Oak Hall, Apt 814 4550 Warwick	Kansas City	Missouri

The number of Trustees of the corporation shall be determined as set out in the By-Laws hereafter adopted and as amended from time to time.

#### ARTICLE V, Objects and Purposes

The objects and purposes for which this corporation is organized are:

- (a) To create and operate a fund for the benefit of Baptist Medical Center, a Missouri corporation, in its Christian ministry of the healing, teaching healing arts and care of the ill, and supporting, improving and expanding the facilities and services of said Medical Center.
- (b) To aid in research and exploration in the detection, treatment, cure and prevention of diseases.
- (c) To accept gifts of money and other real and personal property of all types and nature for the furtherance of its purposes.
- (d) To perform all acts of the corporation in accordance with Christian principles and ideals and for the furtherance of the work of the Kingdom of God on this earth, to administer in the Name of Christ to the physically and mentally ill, and further to minister to their spiritual needs.

#### ARTICLE VI, Powers

The powers of this corporation shall consist of all those powers conferred upon such corporation by the statutes of the State of Missouri and the following powers are given by way of illustra-

tion and addition thereto and are not given as in any way being a limitation thereof:

- (a) All of the powers of this corporation shall be exercised by the Board of Trustees (or as designated or assigned by them) to be elected or appointed in the manner hereinafter set forth, who shall have control and management of the operations of this corporation;
- (b) The power and right to incur indebtedness, to borrow money, to issue notes, bonds or other obligations for value received by the corporation, and to secure the same by pledge or mortgage of the property of the corporation;
- (c) The power to take, to receive, to purchase, to hold, to alienate, to mortgage and to convey real and personal property;
- (d) The power to receive, accept and retain property to be administered exclusively for the charitable purposes of the corporation and to administer and distribute such property in accordance with the conditions and directives of the donor or terms of the gift, devise, legacy or endowment not inconsistent with the corporation's purposes, if any, or if none, for the general purposes of the corporation; provided, however, that if the Board of Trustees determines that circumstances are such as to render obsolete, inappropriate or impractical execution of any such condition, directive or term, the Board of Trustees shall have the power to apply such property to the general purposes of the corporation in such manner as it deems appropriate.
- (e) The power to receive, accept and retain property in trust and to administer such property, in its capacity as trustee, pursuant to the terms and conditions of the donor's declaration, agreement, will or other instrument creating such trust, provided the corporation has either a present or future interest in the property comprising the trust at the time of such administration and the administration thereof will further the charitable

purposes of the corporation. With respect to all property administered in trust, the corporation shall have the power to exercise all authority and powers conferred upon trustees by law in addition to all authority and powers conferred upon the trustee under the terms of the instrument creating the trust, including but not limited to the power to make investments, to authorize its officers to exercise discretionary powers conferred in the instrument creating the trust, to make distributions to non-charitable beneficiaries in accordance with the terms of the trust and to compensate itself for services rendered as trustee in all instances in which the Board of Trustees deem such compensation appropriate.

- (f) The power to authorize any officer of the corporation to accept, or to prohibit any officer from accepting, the appointment of any court of competent jurisdiction to personally serve as executor, administrator or personal representative of any decedent's estate in which the corporation has a pecuniary interest, as determined by the Board of Trustees to be in the best interests of the corporation and in furtherance of its charitable purposes, and to designate any officer of the corporation or any other qualified individual or entity to serve as executor, administrator or personal representative, or as successor to any such fiduciary where empowered or directed to do so under any decedent's Will. In all events in which an officer of the corporation is authorized to accept such appointment, the corporation shall have the power to authorize such officer to undertake the duties arising out of such appointment contemporaneously and in conjunction with the duties of his or her corporate office and to avail himself or herself of all resources of the corporation, including but not limited to the corporation's secretarial, administrative,

accounting and legal staff, in the carrying out of his or her fiduciary duties.

- (g) The power to invest and reinvest its money, and to sell, let and lease its property for the purpose of the proper exercise of its powers herein granted.
- (h) The power to expend monies for its corporate purposes subject to the Authorization Levels for Approval of Major Expenditures promulgated from time to time by the sole member of Baptist Medical Center and adopted by this Corporation and subject to the terms of its annual budget as approved by the sole member of Baptist Medical Center.
- (i) To have full authority to do all things necessary to put into execution the purposes and objects for which this corporation is created.

PROVIDED, that before any merger or consolidation of the corporation or any sale, lease, exchange, mortgage, pledge or other disposition of all or substantially all of the corporation's assets, the approval of the Board of Trustees of Baptist Medical Center, a Missouri not for profit corporation, shall be obtained.

#### ARTICLE VII, Government

- (a) The corporation shall be governed by the Board of Trustees, the number of which shall be set out in the Bylaws of this corporation hereafter adopted and as amended from time to time.
- (b) The Trustees shall serve for terms of three (3) years and may succeed themselves.
- (c) The officers of the corporation shall consist of a Chairman, Vice Chairman, President, one or more Vice Presidents, Secretary, Assistant Secretary, Treasurer, and such other officers as the Board of Trustees may authorize. The Chairman, Vice Chairman, Secretary, and Treasurer shall be elected from among the membership of the Board of Trustees at the first meeting of the Board

following the election of new Trustees each year, but other officers need not be Board members.

- (d) The powers and duties of the officers and all other matters relating to the government of this corporation and to meetings and committees and their functions not set out in these Articles shall be prescribed by and set out in the Bylaws to be hereafter adopted by the Trustees.
- (e) All Trustees shall be appointed and elected by the board of Trustees of Baptist Medical Center, as the sole member of the corporation, having all the rights and privileges of a sole member of a not-for-profit corporation organized under Chapter 355 of the Revised Statutes of Missouri. Any Trustee may be removed by the Medical Center without cause.

#### ARTICLE VIII, Advisory Committee

The Board of Trustees may select an advisory committee, using any name therefor which the Board may select, to advise with the Board; the number, duties, qualifications of members, method of their selection and length of service of the members to be as provided in the Bylaws of the corporation. Also, other committees and auxiliaries may be established at the discretion of the Board of Trustees to assist in carrying out the functions and objects of the corporation.

#### ARTICLE IX, Executive Committee

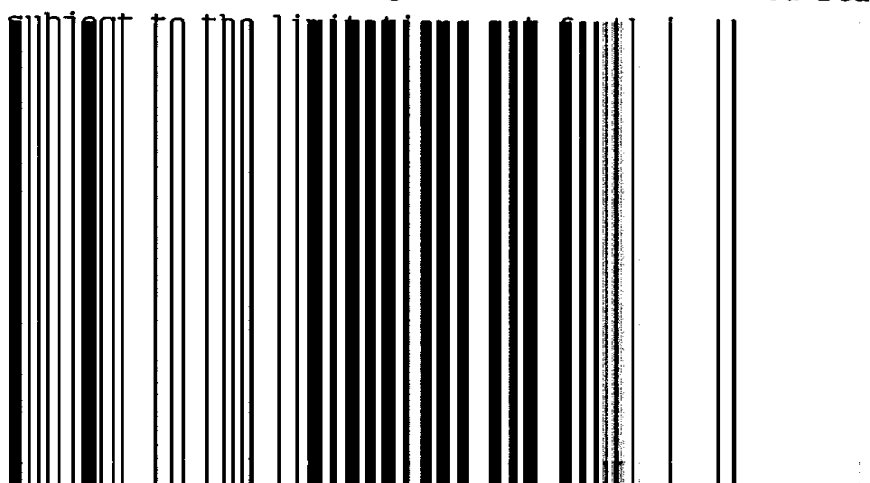
The Board of Trustees of this corporation is authorized to elect an Executive Committee from its membership. This committee shall be vested with the authority to manage and control the affairs of the corporation in the interim between meetings of the Board of Trustees and may be limited or vested with such other power as the Board of Trustees may deem proper to confer upon it from time to time, except that any powers vested in such committee

shall continue until revoked or withdrawn by specific action by the Board of Trustees unless such power or powers were otherwise limited in time when vested in said Committee.

ARTICLE X, Stock and Members

This corporation shall have no capital stock, and its sole member shall be Baptist Medical Center, which shall have all of the rights and privileges of a sole member of a not-for-profit corporation organized under Chapter 355 of the Revised Statutes of

Missouri





#### ARTICLE XII, Inurement

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE XIII, Amendments

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Trustees by an affirmative vote of a majority of the Trustees in office, provided that such amendment is approved by the Board of Trustees of Baptist Medical Center.

# STATE OF MISSOURI



Matt Blunt  
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER  
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:  
TRINITY LUTHERAN HOSPITAL FOUNDATION (#N00026540)  
INTO:

BAPTIST MEDICAL CENTER FOUNDATION (#N00014830)  
Organized and Existing Under Law of MISSOURI  
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, MATT BLUNT, Secretary of State of Missouri,  
issue this Certificate of Merger, certifying that the merger of  
the aforementioned corporation is effected, with

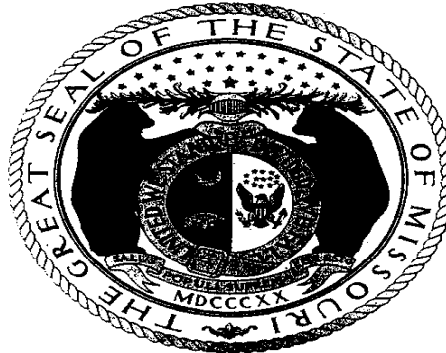
BAPTIST MEDICAL CENTER FOUNDATION (#N00014830)

as the surviving corporation.

NAME SUBSEQUENTLY CHANGE TO: BAPTIST-LUTHERAN MEDICAL CENTER  
FOUNDATION

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
28<sup>TH</sup> day of MAY, 2002.  
EFFECTIVE DATE: JUNE 1, 2002

  
Secretary of State



\$10.00

STATE OF MISSOURI  
Secretary of State  
P.O. Box 778, Jefferson City, MO 65102  
Corporation Division

FILED

MAY 28 2002

*Matthew B. Blum*  
SECRETARY OF STATE

ARTICLES OF MERGER FOR NONPROFIT CORPORATIONS  
(To be submitted in duplicate with a filing fee of \$10)

1. Baptist Medical Center Foundation, a Missouri public benefit corporation, and Trinity Lutheran Hospital Foundation, a Missouri public benefit corporation, are the merging corporations. Baptist Medical Center Foundation is the surviving corporation.

2. A copy of the Plan and Agreement of Merger is attached hereto.

3. The merger was approved by the sole member of Baptist Medical Center Foundation. The number of votes entitled to be cast was one (1). The number of votes cast in favor of the merger was one (1), and the number of votes cast against the merger was zero (0). The merger was also approved by the sole member of Trinity Lutheran Hospital Foundation. The number of votes entitled to be cast was one (1). The number of votes cast in favor of the merger was one (1), and the number of votes cast against the merger was zero (0).

4. The Amended and Restated Articles of Incorporation of the surviving corporation, a copy of which is attached as Exhibit A to the copy of the Plan and Agreement of Merger attached hereto, shall be the articles of incorporation of the surviving corporation.

5. Notice of the proposed merger and copies of the proposed merger documents were submitted to the Missouri Attorney General on April 25, 2002, pursuant to Section 355.621 of the Missouri Revised Statutes.

6. The Effective Date of the merger is June 1, 2002.

In affirmation of the facts stated above.

Dated this 22<sup>nd</sup> of May, 2002.

BAPTIST MEDICAL CENTER FOUNDATION

By: *Darrell W. Moore*

Darrell W. Moore, President

TRINITY LUTHERAN HOSPITAL FOUNDATION

By: *Darrell W. Moore*

Darrell W. Moore, President

ATTEST:

By: *Judith A. Vogelsmeier*

Judith A. Vogelsmeier, Assistant Secretary

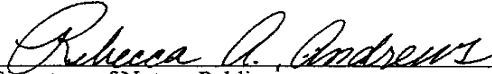
By: *Judith A. Vogelsmeier*

Judith A. Vogelsmeier, Assistant Secretary

STATE OF MISSOURI                     )  
                                                      ) s.s.:  
COUNTY OF JACKSON                 )

On this 22<sup>nd</sup> day of May, 2002, before me, the undersigned Notary Public in and for the County and State aforesaid, personally appeared Darrell W. Moore, President, and Judith Vogelsmeier, Assistant Secretary, of Baptist Medical Center Foundation, a Missouri public benefit corporation, who are personally known to me to be the same persons who executed the foregoing instrument of writing, and they duly acknowledged the execution of the same, and declared that they executed the foregoing Articles of Merger on behalf of said corporation pursuant to the authority granted them by its Board of Directors.

IN TESTIMONY WHEREOF, I hereunto subscribe my name and affix my official seal the day and year last above written.

  
\_\_\_\_\_  
Signature of Notary Public

{Notarial Seal}

REBECCA A. ANDREWS  
Notary Public – State of Missouri  
County of Jackson  
\_\_\_\_\_  
Printed Name of Notary Public

My Commission expires:

Jan. 3, 2005